



**NORTH AMERICAN CAR CORPORATION**

33 West Monroe  
Chicago, IL U.S.A. 60603  
Telephone 312.853.5000  
Telex #255222

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Secretary:

I have enclosed an original and several counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Supplement to Mortgage, a secondary document dated as of September 20, 1982.

*This one is* The primary document to which this is connected is filed under recordation No. 13698.

*13698-B* The names and addresses of the parties are:

Mortgagor  
("Borrower"): North American Car Corporation  
33 West Monroe Street  
Chicago, Illinois 60603

Mortgagee  
("Bank"): The First National Bank of Chicago,  
as Agent  
One First National Plaza  
Chicago, Illinois 60670

The Equipment covered by the document is described therein.

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the messenger delivering this document.

A short summary of the document to appear in the index follows: *Complete RESTATEMENT OF EQUIPMENT IN MORTGAGE.*

RECORDATION NO. *13698-B* Filed 1428

OCT - 4 1982 - 11 30 AM

INTERSTATE COMMERCE COMMISSION

*2-276A010*

No. OCT 4 1982

Date

Fee \$

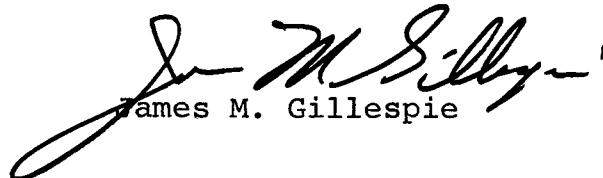
*10.00*  
*OK*  
ICC Washington, D. C.

OCT 4 11 30 AM '82

NORTH  
AMERICAN  
CAR

Supplement to Mortgage, dated as of September 20, 1982, between North American Car Corporation, the Borrower, and The First National Bank of Chicago, as Agent, the Bank covering the Equipment listed in said Supplement to Mortgage.

Very truly yours,

  
James M. Gillespie

JMG:bmt  
Enclosure

RECORDATION NO. 13698-B  
FILED 1425

OCT - 4 1982 - 11 35 AM  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO MORTGAGE

This Supplement, executed as of the 20th day of September, 1982, by and between North American Car Corporation (the "Borrower"), and The First National Bank of Chicago, as Agent (the "Bank").

W I T N E S S E T H:

WHEREAS, The Borrower has heretofore executed and delivered in favor of the Bank an Equipment Mortgage and Assignment of Leases dated as of July 9, 1982 (the "Mortgage"), which Mortgage was recorded with the Interstate Commerce Commission on July 12, 1982, as Document No. 13698; and

WHEREAS, Borrower and the Bank desire to amend said Mortgage for the sole purpose of amending and restating the list and description of the Equipment subject thereto.

WHEREFORE, NOW, BE IT AGREED as follows:

Attachment I, being the list and description of the Equipment subject to said Mortgage, is hereby amended and restated in its entirety to be and read as set forth in Exhibit A hereto and the Equipment subject to said Mortgage shall, from and after the execution and recordation of this Supplement be that as described on Exhibit A hereto.

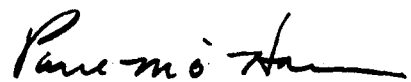
Except as amended hereby, said Mortgage shall remain in full force and effect, and all the terms and provisions thereof are hereby expressly ratified and confirmed.

IN WITNESS WHEREOF, the parties have executed this Supplement as of the date first written above.

North American Car Corporation

Attest:

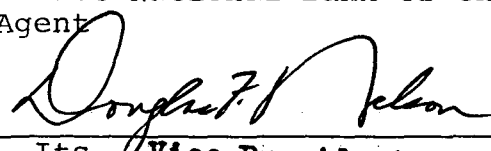
  
Assistant Secretary

By:   
Its Vice President

The First National Bank of Chicago,  
as Agent

Attest:

  
Its COMMERCIAL BANKING OFFICER

By:   
Its Vice President

State of Illinois     )  
                              ) SS:  
County of Cook        )

On this 20th day of September, 1982, before me personally appeared Paul M. O'Hara, to me personally known, who, being by me duly sworn, says that he is a Vice President of North American Car Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on September 20, 1982, signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

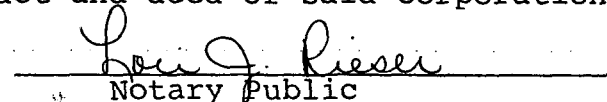
(NOTARIAL SEAL)

My Commission Expires:

July 21, 1986

State of Illinois     )  
                              ) ss:  
County of Cook        )

On this 20th day of September, 1982, before me personally appeared DOUGLAS F. NELSON, to me personally known, who being by me duly sworn, says that he is a Vice President of The First National Bank of Chicago, as Agent, that one of the seals affixed to the foregoing instrument was on September 20, 1982, signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

(NOTARIAL SEAL)

My Commission Expires:

My Commission Expires April 22, 1985

ATTACHMENT I

To be attached to and become a part of that certain Equipment Mortgage and Assignment of Leases dated as of between North American Car Corporation and The First National Bank of Chicago, as Agent, on behalf of each of the Banks entitled to the benefit of said mortgage.

<u>DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>SERIAL NO.</u>	<u>DATE OF LEASE</u>	<u>LEASE NO.</u>
100 ton, 13,500 gal. cap. tank cars	5	International Minerals	14300-14304	05/81	4232
Same as above	66	Texas Gulf, Inc.	14305-14331, 14333-14370,14373	07/81	4916
Same as above	1	Texas Gulf, Inc.	14332	08/81	8380
Same as above	11	Texas Gulf, Inc.	14371-14372, 14374-14382	N/A	8380
100 ton, 16,500 gal. cap. tank cars	6	Borden & Remington	17453-17458	01/82	1028
Same as above	19	None	17459-17477	-----	----
100 ton, 17,300 gal. cap. tank cars	30	CIL	27505-27534	10/81	1282
100 ton, 30,000 gal. cap. tank cars	7	Alberta Gas Chemicals Ltd.	29067-29073	05/81	0304
3,000 cu. ft. hopper cars	5	Nowasco Services	29500-29504	03/81	6104
4,750 cu. ft. hopper cars	1	None	57501	-----	----
5,750 cu. ft. hopper cars	24	Tenneco Chemicals	57973-57996	06/81	8371
Same as above	1	Tenneco Chemicals	60408	06/81	8371

Exhibit A

<u>DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>SERIAL NO.</u>	<u>DATE OF LEASE</u>	<u>LEASE NO.</u>
Same as above	38	Tenneco Chemicals	60097-60109, 60111-60113, 60115-60118, 60120,60121,60124, 60126-60130,60134, 60139-60143,60147, 60152-60154	07/81	8371
4,750 cu. ft. hopper cars	2	Monsanto Canada Ltd.	60110,60123	10/81	5781
Same as above	19	Tenneco Chemicals, Inc.	60446-60459, 60466-60470	10/81	8371
Same as above	5	None	60460-60464	-----	----
Same as above	10	Georgia Pacific	60483-60492	05/81	3081
Same as above	2	None	60913,60928	-----	----
4,750 cu. ft. hopper cars	299	Chicago & Northwestern R.R.	63007,63009-63106, 63216-63239, 63705-63795, 63798-63879, 63905-63907	03/81	1392
Same as above	11	C.F. Industries, Inc.	63509,63553-63554, 63558-63559, 63562-63563,63579, 63595-63596,63598	05/81	1230

DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE	QUANTITY	LESSEE	SERIAL NO.	DATE OF LEASE	LEASE NO.
4,750 cu. ft. hopper cars	97	Texas Mexican Railway	63608-63610, 63613-63689, 64240-64256	04/81	8389
Same as above	2	None	63601, 63606	-----	----
Same as above	62	Chicago & Northwestern R.R.	63908-63943, 63945-63946, 63952-63955, 63957-63960, 64174-64189	03/81	1392
Same as above	12	National Silicates, Ltd.	64190-64201	05/81	5990
Same as above	30	Racoon River	64202-64231	05/81	7318
100 ton, 20,800 gal. cap. tank cars	6	Chartarand's Tank Car, Inc.	72913, 72922-72926	N/A	1437
100 ton, 20,800 gal. cap. tank cars	29	None	73862-73890	-----	----
23,600 gal. cap. tank cars	7	Anderson Clayton Foods	77320-77326	08/81	0396
100 ton, 23,700 gal. cap. tank cars	21	None	77435, 77437-77451, 77477-77481	-----	----
P.D. hopper cars	3	Stanchem	94240-94242	05/80	7088
Same as above	1	Beton St. Hubert	94439	07/81	0923
Same as above	3	Lever Bros.	390275-390277	02/81	5219
Same as above	10	Lever Bros.	390278-390287	01/82	5219

DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE	QUANTITY	LESSEE	SERIAL NO.	DATE OF LEASE	LEASE NO.
P.D. hopper cars	2	Vulcan Materials Co.	390288-390289	12/81	9113
Same as above	2	W. R. Grace & Co.	390290-390291	03/81	3224
Same as above	4	Kemlite Corp.	390292-390293, 390298-390299	11/81	4881
P.D. hopper cars	6	Consolidated Rail Corp.	390294, 390297, 390308-390311	09/81	1548
Same as above	3	Amoco Oil Company	390295-390296, 390300	N/A	0360
4,750 cu. ft. hopper cars	16	Growmark, Inc.	485564-485565, 485578-485579, 485585-485596	01/81	3297
Same as above	3	Calvin Farmers Union	486336-486338	01/81	1252
Same as above	1	None	488012	-----	-----
4,750 cu. ft. hopper cars	247	Central Railcar	487371-487399, 487402-487416, 487418-487577, 487611-487653,	07/81	1325
5,750 cu. ft. hopper cars	32	Tenneco Chemicals	60409-60432, 60438-60445	07/81	8371



DESCRIPTION OF EQUIPMENT SUBJECT TO THE MORTGAGE	QUANTITY	LESSEE	SERIAL NO.	DATE OF LEASE	LEASE NO.
4,750 cu. ft. hopper cars	15	U.S. Borax	488933,489103, 489119,488809, 489130-489140	05/82	8804
Same as above	54	None	489158-489165, 489170-489179, 489183-489218	-----	-----
Same as above	49	None	489248-489272, 489168, 489273-489274, 489498-489505, 489169, 489506-489511, 489513,488094, 488250, 489514-489516	-----	-----
Same as above	4	None	488672-488675	-----	-----